

- ☒ The station's employment application form will contain a notice informing prospective employees that discrimination because of race, color, religion, national origin or sex is prohibited and that they may notify the appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- ☒ Appropriate notices will be posted informing applicants and employees that the station is an Equal Opportunity Employer and of their right to notify an appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- ☐ We will seek the cooperation of unions, if represented at the station, to help implement our EEO program and all union contracts will contain a nondiscrimination clause.
- ☐ Other (specify)

IV. RECRUITMENT

To ensure nondiscrimination in relation to minorities and women, and to foster their full consideration whenever job vacancies occur, we propose to utilize the following recruitment procedures:

- ☒ We will contact a variety of minority and women's organizations to encourage the referral of qualified minority and women applicants whenever job vacancies occur. Examples of organizations we intend to contact are:
Hispanic Center of Reading/Berks County
Spanish Council of Reading/Berks
Police Athletic League
PA Federation of Business & Professional Women's Clubs, Inc.
Berks Community Action Program, Inc.
Reverend Frederick Donaldson (NAACP)
Reading Area Community College

- ☒ In addition to the organizations noted above, which specialize in minority and women candidates, we will deal only with employment services, including State employment agencies, which refer job candidates without regard to their race, color, religion, national origin or sex. Examples of these employment referral services are:

PA Job Service

- ☒ When we recruit prospective employees from educational institutions such recruitment efforts will include area schools and colleges with minority and women enrollments. Educational institutions to be contacted for recruitment purposes are:
Kutztown University
Temple University
Albright College

- ☒ When we place employment advertisements with media some of such advertisements will be placed in media which have significant circulation or viewership or are of particular interest to minorities and women. Examples of media to be utilized are:

Reading Eagle/Times

- ☒ We will encourage employees to refer qualified minority and women candidates for existing and future job openings.

V. TRAINING

- ☐ Station resources and/or needs will be such that we will be unable or do not choose to institute programs for upgrading the skills of employees.
- ☒ We will provide on-the-job training to upgrade the skills of employees.
- ☐ We will provide assistance to students, schools, or colleges in programs designed to enable qualified minorities and women to compete in the broadcast employment market on an equitable basis:

School or Other Beneficiary

Proposed Form of Assistance

☐ Other (specify)

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the application requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers, and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3) AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION I, PART I
ITEM 3

EXHIBIT 1

AUTHORIZATIONS OF AUXILIARY FACILITIES

<u>Call Letters</u>	<u>FCC File Number</u>
WGR-768 (STL)	BLTS-791031MM
WGR-769 (ICR)	BLTI-791031MO
KR-7878 (Remote Pickup)	BLTP-791031MK
KR-7877 (Remote Pickup)	BLTP-791031MJ

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION I, PART I
ITEMS 4, 5

EXHIBIT 2

The instant application requests consent to the transfer of control of Reading Broadcasting, Inc., as debtor-in-possession, licensee of WTVE(TV), Reading, Pennsylvania, to Reading Broadcasting, Inc. ("Reading"). In 1986, three of Reading's creditors filed a petition with the United States District Court for the Eastern District of Pennsylvania seeking special relief under Chapter 11 of the Bankruptcy Code. Reading did not contest the petition, and the court placed Reading into reorganization as a debtor-in-possession, permitting Reading to remain in control and possession of its businesses throughout the reorganization. On April 29, 1988, the Commission granted Reading's application for consent to the involuntary transfer of control of WTVE(TV) from Reading to Reading Broadcasting, Inc., as debtor-in-possession (FCC File No. BTCCT-880411KF). The change in the status of Reading to that of a debtor-in-possession resulted in no change in the ownership or control of Reading.

Attached is an Order of the U.S. Bankruptcy Court for the Eastern District of Pennsylvania confirming the debtor's fifth modification of debtor's fourth amended plan of reorganization. Because the stock ownership of Reading, the proposed transferee, will be different from the stock ownership

of Reading prior to bankruptcy, the instant application is being filed on FCC Form 315, the Long Form application.¹

¹ Please note that on August 14, 1991, Reading Broadcasting, Inc., as debtor-in-possession, filed an application on FCC Form 316 requesting the transfer of control of WTVE(TV) to Reading (FCC File No. BTCCT-910814KE). The Commission granted the application on August 27, 1991. Because of the circumstances surrounding the stock ownership of Reading, as explained in Exhibit 4 to the instant application, the parties did not consummate the transaction.

ST. NO.	OFF. NO.	YR.	DOCKET NUMBER	DATE PETITION FILED	REOPENED	Y	CHECK IF APPLICABLE
553	2	86	04474T	MO. 9	DAY 25	YR. 86	Joint Petition
NAME OF DEBTOR				CHECK PRO. ER BOXES		Pro Se Petition	
Reading Broadcasting, Inc t/a				Voluntary		OBLIGATIONS OF DEBT AS SCHEDULED	
WTVE Television, TV51 and				Involuntary		PRIORITY	
WTVE Productions				Business		SECURED	
				Non-Business		UNSECURED	
				COMMENCED UNDER		TOTAL ASSETS OF DEBT AS SCHEDULED:	
				Chap. 7		NO. OF CREDITORS SCHEDULED:	
				Chap. 7 - Stockbroker		FILING FEES PAID: FULL AT THE TIME OF FILING	
				Chap. 7 - Commodity Broker		FEES TO BE PAID IN INSTALLMENTS	
				Chap. 9			
				Chap. 11 10-28-86			
				Chap. 11 - Railroad			
				Chap. 13			
				Sec. 304			
ADDRESS OF DEBTOR (Number and Street)				NAME OF JUDGE			
1729 North 11th Street				Twardowski		X	
CITY		COUNTY	STATE	ZIP	JUDGE CODE		
Reading		Berks	PA	PA	A040		
ATTORNEY FOR DEBTOR		Allen B. Dubroff, Esquire 1710 Spruce Street Philadelphia, PA 19103			TRUSTEE		
ATTORNEY FOR PETITIONING CREDITORS		Ronald Amato P.O. Box 686 Allentown, PA 18105			A TRUE COPY CERTIFIED TO FROM THE RECORD DATED 9-29-86 ATTEST: <i>Caul Emeric</i> Deputy Clerk, U.S. Bankruptcy Court		
EXAMINER		(215) 434-5267					
DATE		DOCUMENT NUMBER	BANKRUPTCY CASE RECORD				
1986							
9/25		#1	Involuntary petition filed. vg				
9/25		2	Summons Issued : Answer date 10/15/86. vg				
9/25		3	Master sheet filed. vg				
9/25		4	EX-PARTE MOTION Of Petitioning Creditors for expedited hearing on motion for trustee & shortening time period to respond. ORDER entered setting hearing on Motion for appointment of interim trustee on 9/26/86 at 1:00 P.M. ca				
9/26		#5	CERTIFICATION OF SERVICE re Summons. vp				
10/17		#6	MOTION FOR DEFAULT re Involuntary Petition. vp				
10/28		#7	ORDER Entered Approving Petitioning Creditors Involuntary Pet				

RECEIVED JUL-08

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In Re : Chapter 11
READING BROADCASTING, INC. t/a :
WTVE TELEVISION, TV 51 and :
WTVE PRODUCTIONS :
Debtor : Bankruptcy No. 85-04474T

ORDER CONFIRMING DEBTOR'S FIFTH MODIFICATION
OF DEBTOR'S FOURTH AMENDED PLAN OF REORGANIZATION

AND NOW, this 27th day of June, 1991, upon
consideration of the Debtor's Fifth Modification of Debtor's
Fourth Amended Plan of Reorganization (the "Fifth Modifica-
tion"), and after notice and hearing,

And finding:

1. That on January 10, 1991, the Debtor's Fourth Amended Plan of Reorganization (the "Plan") was confirmed by entry of an Order of this Court;
2. That on March 4, 1991, the Debtor's First Modification to the Plan was confirmed by entry of an Order of this Court, that on April 4, 1991, the Debtor's Second Modification was confirmed by entry of an Order of this Court, that on May 6, 1991, the Debtor's Third Modification was confirmed by entry of an Order of this Court and that on June 4, 1991, the Debtor's Fourth Modification was confirmed by entry of an Order of this Court;
3. That the Debtor filed a proposed Fifth Modification and a Motion requesting confirmation of the Fifth Modification;

4. That the amendments to the Plan set forth in the Fifth Modification do not materially or adversely affect the interests of the Debtor's creditors and shareholders under the Plan, and that compliance with Section 1125 of the Bankruptcy Reform Act of 1978, as amended, (the "Bankruptcy Code") with respect to the Plan, as modified by the Fifth Modification, is not required;

5. That Meridian Bank does not object to the Fifth Modification and to its confirmation without compliance with Section 1125 of the Code;

6. That, as of the date hereof, the Plan has not been substantially consummated;

7. That the Fifth Modification does not modify the Plan so that the Plan as modified fails to meet the requirements of Sections 1122 and 1123 of the Bankruptcy Code; and

8. That the confirmation of the Fifth Modification is warranted by the circumstances of the case, as it is in the best interests of the creditors and equity security holders of the Debtor;

It is hereby ORDERED

That Debtor's Fifth Modification of the Debtor's Fourth Amended Plan of Reorganization is CONFIRMED.

BY THE COURT:


THOMAS M. TWARDOWSKI
Chief Bankruptcy Judge

cc: H. MARVIN MERCER, III, ESQUIRE
Of Counsel

4 Notices mailed 7/11/91

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION I, PART I
ITEM 7

EXHIBIT 3

Micheal L. Parker, President and Director of Reading Broadcasting, Inc., is the 100% voting stockholder of Two If By The Sea Broadcasting Corporation. Two If By the Sea Broadcasting Corporation owns 51% of the stock of Massachusetts Channel 46 Corporation, licensee of WHRC(TV), Norwell, Massachusetts.

Mr. Parker has an application pending for a new low power television on Channel 68 at Los Angeles, California (FCC File No. BPTTL-891208ZI).

Mr. Parker held jointly with his wife, Judith Parker, a stock interest in Pacific Rim Broadcasting Co. ("Pacific Rim"), which filed an application to modify its construction permit for KPRR-TV, Channel 14, Honolulu, Hawaii, to operate on Channel 5 (FCC File No. BMPCT-830223KO, MM Docket No. 83-734). The application was dismissed by the Commission with prejudice pursuant to Pacific Rim's request. See Memorandum Opinion and Order, FCC 84M-1202, released March 12, 1984.

Mr. Parker's application for a new commercial television station on Channel 29 at Sacramento, California (FCC File No. BPCT-820824KJ, MM Docket No. 83-66) was dismissed with

prejudice pursuant to his request. See Memorandum Opinion and Order, FCC 83M-1594, released May 17, 1983.

Mr. Parker also was an officer, director and shareholder of Mt. Baker Broadcasting Co. Mt. Baker Broadcasting Co.'s application for extension of time of its construction permit for KORC(TV), Anacortes, Washington (FCC File No. BMPCT-860701KP) was denied. See Memorandum Opinion and Order, FCC 88-234, released August 5, 1988.

Although neither an applicant nor the holder of an interest in the applicant to the proceeding, Mr. Parker's role as a paid independent consultant to San Bernadino Broadcasting Limited Partnership ("SBB"), an applicant for authority to construct a new commercial television station on Channel 30 in San Bernadino, California (MM Docket No. 83-911), was such that the general partner in SBB was held not to be the real-party-in-interest to that applicant and that, for purposes of the comparative analysis of SBB's integration and diversification credit, Mr. Parker was deemed such. See Religious Broadcasting Network et. al., FCC 88R-38, released July 5, 1988. This proceeding was settled in 1990 and Mr. Parker did not receive an interest of any kind in the Sandino Telecasters, Inc., the applicant awarded the construction permit. See Religious Broadcasting Network et. al., FCC 90R-101, released October 31, 1990.

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION II
ITEM 5

EXHIBIT 4

Four of the proposed stockholders of Reading, Harvey L. Massey, Paul Pavloff, Stella Pavloff and Alfred W. Busby, have sued Dr. Henry Aurandt, a present and proposed stockholder of Reading, in U.S. District Court for the Eastern District of Pennsylvania. On July 31, 1991, a judgment was entered in favor of Mr. Massey, Mr. Pavloff, Ms. Pavloff and Mr. Busby against Dr. Aurandt, and the court garnished Dr. Aurandt's Reading stock to satisfy the judgment. If Dr. Aurandt's Reading stock is used to pay the judgment, his stock, which will represent 13.98% of the outstanding stock if the instant application is approved, will be distributed to the four stockholders referenced above.

APPLICATION FOR CONSENT
TO TRANSFER OF CONTROL
FCC FORM 315
SECTION IV

EXHIBIT 5

The station will continue its current policies
regarding program service.

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO
LOS ANGELES
NEW YORK

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 736-8000
TELEX 89-463
FACSIMILE 202: 736-8711



LONDON
SINGAPORE
TOKYO
JOINT OFFICE WITH
ASHURST MORRIS CRISP
TOKYO
ASSOCIATED WITH
HASHIDATE LAW OFFICE

November 14, 1991

WRITER'S DIRECT NUMBER
(202) 736-8149

BY FEDERAL EXPRESS

Mr. Micheal L. Parker
President
WTVE(TV)
1129 N. 11th Street
Reading, Pennsylvania

Re: Application for Consent to Transfer of Control

Dear Mike:

Enclosed is a date-stamped copy of the FCC Form 315 application for consent to the transfer of control of WTVE(TV) from Reading Broadcasting, Inc., as debtor-in-possession, to Reading Broadcasting, Inc. A copy of the application should be placed in the station's public inspection file.

The FCC's Rules also require that you give local public notice of the filing of the application by placing a public notice in a daily Reading newspaper and by broadcasting the announcement on WTVE(TV). The notice and announcement should read as follows:

On November 13, 1991, an application was filed with the Federal Communications Commission in Washington, D.C. seeking consent to the transfer of control of Reading Broadcasting, Inc., as debtor-in-possession, licensee of WTVE(TV), Channel 51, to Reading Broadcasting, Inc. The officers, directors, and 10 percent or greater shareholders of Reading Broadcasting, Inc., the transferee, are Micheal Parker, Henry Aurandt, Jack Linton, Robert Clymer, Edward Fischer, and Partel, Inc. The officers, directors, and 10 percent or greater shareholders of Reading Broadcasting, Inc., as debtor-in-possession, the transferor, are Micheal Parker, Henry Aurandt, Jack Linton, Robert Clymer, Edward Fischer, and Robert Denby. A copy of the application, any amendments, and related

S&A 0079

Mr. Micheal L. Parker
November 14, 1991
Page 2

materials are on file for public inspection
between the hours of 9:00 a.m. and 5:00 p.m.
at the main studio of WTVE(TV) located at
1729 N. 11th Street, Reading, Pennsylvania.

The announcement should be broadcast at least once a day for four days during the week of November 25. These announcements should be made between the hours of 6 p.m. and 11 p.m. The newspaper notice should be published at least twice a week for two consecutive weeks during the weeks of November 18 to December 2. You should request that the newspaper provide you with an affidavit of publication, which should include a copy of the notice as published. Please place the original of the affidavit in the station's public inspection file and send a copy to us for our files. In addition, when the required announcements have been broadcast, please complete the enclosed statement and return it to us.

If you have any questions, please do not hesitate to call me.

Sincerely,



Paula G. Friedman

Enclosures

STATEMENT OF BROADCAST NOTICE

On November 13, 1991, an application was filed with the Federal Communications Commission in Washington, D.C. seeking consent to the transfer of control of Reading Broadcasting, Inc., as debtor-in-possession, licensee of WTVE(TV), Channel 51, to Reading Broadcasting, Inc. The officers, directors, and 10 percent or greater shareholders of Reading Broadcasting, Inc., the transferee, are Micheal Parker, Henry Aurandt, Jack Linton, Robert Clymer, Edward Fischer, and Partel, Inc. The officers, directors, and 10 percent or greater shareholders of Reading Broadcasting, Inc., as debtor-in-possession, the transferor, are Micheal Parker, Henry Aurandt, Jack Linton, Robert Clymer, Edward Fischer, and Robert Denby. A copy of the application, any amendments, and related materials are on file for public inspection between the hours of 9:00 a.m. and 5:00 p.m. at the main studio of WTVE(TV) located at 1729 N. 11th Street, Reading, Pennsylvania.

Broadcast on WTVE(TV) on November , 1991

Broadcast on WTVE(TV) on November , 1991

Broadcast on WTVE(TV) on November , 1991

Broadcast on WTVE(TV) on November , 1991

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TELEX 89-463
FACSIMILE 202: 736-8711

LONDON
—
SINGAPORE
—
TOKYO

125th
Anniversary
1866-1991

WRITER'S DIRECT NUMBER
(202) 736-8215

January 9, 1992

Mr. Micheal L. Parker
Reading Broadcasting, Inc.
1729 N. 11th Street
Reading, Pennsylvania 19604



Re: Reading Broadcasting Co.

Dear Mike:

Enclosed please find our statement for professional services rendered and disbursements incurred on your behalf during the month of December, 1991.

Please do not hesitate to contact me if you have any questions. Otherwise, please send your remittance directly to my attention at the Washington address listed above. Thank you very much.

Best regards,

Sincerely,


R. Clark Wadlow

Encs.

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 JOINT OFFICE WITH
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 —
 TOKYO
 ASSOCIATED WITH
 HASHIDATE LAW OFFICE

January 9, 1992

Mr. Micheal L. Parker
 Reading Broadcasting, Inc.
 1729 N. 11th Street
 Reading, Pennsylvania 19604

PLEASE INDICATE ON REMITTANCE
 THE REFERENCE NUMBER BELOW.

REFERENCE 7703/10010

For professional services rendered
 through December 31, 1991

General representation
 (see attached diary)

7,500.00

DISBURSEMENTS:

Document processing
 Shipping
 Messenger service
 Telephone toll

9.72
 16.08
 19.50
43.00

TOTAL DISBURSEMENTS

88.30

88.30

SUBTOTAL

7,588.30

ACCOUNT RECEIVABLE BALANCE
 (as of December 31, 1991)

18,048.69

TOTAL

\$25,636.99

CLIENT: 7703 READING BROADCASTING
MATTER: 10010 GENERAL

<u>DATE</u>	<u>TKPR</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/04/91	PGF	TELECONF. F. NICE RE CLOSING; REVIEW DRAFT AGREEMENT; CONF. FRK RE CONSTRUCTION PERMIT; REVIEW SAME.	1.50
12/05/91	PGF	REVIEW RESTRUCTURING AGREEMENT; CONF. RCW RE SAME; CONF. FRK RE MODIFICATION, EXPIRATION OF CONSTRUCTION PERMIT; REVIEW SAME.	1.00
12/05/91	RCW	REVIEW DRAFT AGREEMENT; CONF. PGF RE SAME.	1.50
12/06/91	PGF	TELECONF. FCC RE TRANSFER APPLICATION; CONF. RCW; TELE- CONF. F. NICE RE RESTRUCTURING AGREEMENT.	1.50
12/06/91	RCW	CONF. PGF RE STEVENS & LEE LETTER; TELECONF. FRED NICE RE SAME.	1.50
12/10/91	PGF	TELECONF. M. PARKER RE TRANSFER APPLICATION, MERIDIAN OPTION; CONF. RCW RE SAME.	.50
12/10/91	RCW	TELECONFS. CLIENT AND FCC RE TRANSFER QUESTIONS.	1.50
12/11/91	PGF	TELECONF. M. PARKER RE TRANSFER APPLICATION.	.25
12/12/91	PGF	TELECONF. F. NICE; CONF. RCW RE RESTRUCTURING AGREEMENT POWER OF ATTY., OPINION LETTER.	.75
12/12/91	RCW	REVIEW MATERIALS FROM FRED NICE; CONF. PGF RE SAME; CONF. PGF RE TELECONF. WITH NICE.	2.00
12/13/91	PGF	REVIEW REVISED RESTRUCTURING AGREEMENT.	.50

<u>DATE</u>	<u>TKPR</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/16/91	PGF	CONF. RCW RE RESTRUCTURING AGREEMENT; REVIEW SAME; REVIEW BANKRUPTCY DOCUMENTS RE MERIDIAN OPTION.	1.00
12/17/91	PGF	REVIEW RESTRUCTURING AGREEMENT; DRAFT AMENDMENT TO TRANSFER APPLICATION.	.50
12/18/91	PGF	TELECONFS. M. PARKER, F. NICE, S. TIMINSKI RE OPTION TO PURCHASE POWER OF ATTORNEY; CONF. RCW RE SAME; REVIEW SAME; PREPARE AMENDMENT.	2.00
12/18/91	RCW	CONF. PGF RE OPINION LETTER AND AGREEMENTS; TELECONF. CLIENT RE SAME; TELECONF. BANK COUNSEL RE SAME.	1.50
12/19/91	RCW	CONFS. PGF AND TELECONF. CLIENT RE OPINION LETTER.	1.00
12/20/91	PGF	TELECONF. F. NICE RE STATUS OF RESTRUCTURING AGREEMENT, CLOSING.	.25
12/21/91	PGF	REVIEW, REVISE OPTION TO PURCHASE AGREEMENT.	.50
12/23/91	PGF	REVIEW REVISED OPTION TO PURCHASE AGREEMENT; REVISE SAME; CONF. RCW; TELECONF. F. NICE RE SAME.	2.50
12/26/91	PGF	TELECONF. F. NICE; PREPARE OPINION LETTER.	.50
12/26/91	RCW	CONF. PGF; REVIEW DRAFTS; TELECONF. NICE RE SAME.	1.50
12/27/91	PGF	DRAFT OPINION LETTER; RESEARCH RE SAME; TELECONF. F. NICE; CONF. RCW RE REVISED RESTRUCTURING AGREEMENT, REVISED OPTION TO PURCHASE; REVIEW SAME.	2.75
12/27/91	RCW	REVIEW DRAFT DOCUMENTS; CONF. PGF RE SAME; TELECONF. ATTORNEY FOR BANK RE SAME.	2.50

<u>DATE</u>	<u>TKPR</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/30/91	WDM	RESEARCH RE: READING, PA.	2.00
12/30/91	PGF	FINALIZE OPINION LETTER; TELECONF. F. NICE; CONF. RCW; REVIEW OPTION. DRAFT AMEND- MENT TO TRANSFER APPLICATION.	2.25
12/30/91	RCW	REVIEW REVISED AGREEMENTS; REVIEW DRAFT OPINION LETTER. CONF. PGF RE SAME. EXECUTE AND FINALIZE OPINION LETTER.	2.50
12/31/91	PGF	FINALIZE OPINION LETTER; REVIEW FINAL DRAFT OPTION; CONF. RCW RE SAME; TELECONF. F. NICE RE SAME.	1.25
12/31/91	RCW	REVIEW REVISED AGREEMENT AND OPINION LETTER; CONF. PGF RE SAME.	2.00
		TOTAL	39.00

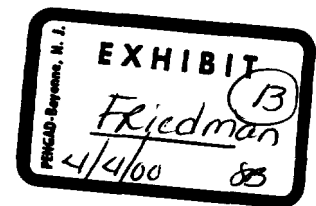
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1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 736-8000
TELEX 89-463
FACSIMILE 202: 736-8711

December 31, 1991

WRITER'S DIRECT NUMBER
(202) 736-8215



LONDON
SINGAPORE
TOKYO
JOINT OFFICE WITH
ASHURST MORRIS CRISP
TOKYO
ASSOCIATED WITH
HASHIDATE LAW OFFICE

Meridian Bank
Penn Square Center
P.O. Box 1102
601 Penn Street
Reading, Pennsylvania 19601

Re: Reading Broadcasting, Inc.

Gentlemen:

We have acted as communications counsel for Reading Broadcasting, Inc. (the "Borrower") in connection with the ownership and operation of television broadcast station WTVE(TV), Reading, Pennsylvania (the "Station") and also in connection with that certain Restructuring Agreement (the "Restructuring Agreement") and that certain Option to Purchase FCC License and Auxiliary Licenses (the "Option") both dated as of September 17, 1991 and executed on December 31, 1991, between the Borrower and Meridian Bank (the "Lender").

In the course of our representation as described above, we have examined the Restructuring Agreement and the Option and all exhibits and schedules thereto and originals or copies, certified or otherwise identical to our satisfaction, of such other documents, records and instruments as we have deemed necessary or relevant as a basis for our opinion hereinafter set forth.

We have made no on-site examination of the property used in or the operation of the Station. With respect to factual matters, we have relied upon our own files, available records of the Federal Communications Commission (the "FCC") and certain representations made to us by the President of the Borrower.

Our representation of the Borrower and the Station has been limited to matters within the jurisdiction of the FCC and we express no opinion herein on any matters of law other than those arising under the Communications Act of 1934, as amended, and under the published rules and regulations of the FCC.

S&A 0138

December 31, 1991

Page 2

Based on the foregoing, we are of the opinion that:

1. The Borrower is the licensee of television broadcast station WTVE(TV) in Reading, Pennsylvania, pursuant to the license issued by the FCC on October 29, 1982 (FCC File No. BLCT-800521KW) and the Borrower holds all FCC licenses, permits and authorizations necessary for the ownership and operation of the Station, and such licenses, permits and authorizations are validly issued and in full force and effect as of this date, and are described in the Option.
2. To the best of our knowledge, based on our inquiry of the President of the Borrower and our review of available FCC records, the Station has filed with the FCC all necessary reports, documents, instruments, information and applications required to be filed by it pursuant to the FCC's rules, regulations and requests, and no notice has been issued by the FCC which would permit, or after notice or lapse of time or both would permit, revocation or termination of any FCC license, permit or authorization of the Station prior to the expiration dates thereof or which would result in any material impairment of the Station's rights thereunder.
3. To the best of our knowledge, based on our inquiry of the President of the Borrower and our review of available FCC records, the Station is operating in substantial compliance with the Communications Act of 1934, as amended and the published rules and regulations of the FCC.
4. The Borrower has pending at the FCC an application to renew the license of WTVE(TV) (FCC File No. BRCT-890328KI).
5. The Borrower has pending at the FCC an application seeking FCC consent to the transfer of control of the licensee of the Station from Reading Broadcasting, Inc., as debtor-in-possession, to the Borrower (FCC File No. BTCCT-911113KH).
6. The Borrower has a construction permit to move the location of the Station's transmitter site (FCC File No. BPCT-870327KI). The construction permit expires on May 5, 1992.
7. The executive, delivery and performance of the Restructuring Agreement and the Option (i) are not and will not be contrary to the Communications Act of 1934, as amended, or the published rules and regulations of the FCC, (ii) do not and will not result in any violation of the Communications Act of 1934, as amended, or any of the published rules and regulations of the FCC, (iii) do not and will not cause any forfeiture or impairment by or before the FCC of any FCC license, permit or authorization of the Station, and (iv) do not and will not require any consent, approval or authorization of the FCC (other than the consents described below). Each of the foregoing opinions contained in this paragraph are subject to the following qualifications and

December 31, 1991

Page 3

exceptions: (1) a copy of the Option will be required to be filed with the FCC within thirty days after the closing of the Restructuring Agreement and the Option; (2) the consent of the FCC would have to be obtained before the Lender, or its nominee, purchases or is assigned any FCC license, permit or authorization of the Station; (3) the consent of the FCC would have to be obtained before the Lender, or its nominee, assigns or otherwise disposes of any FCC license, permit or authorization of the Station; and (4) a power of attorney allowing the Lender to execute applications to the FCC on behalf of the Borrower or the Station would not be recognized as valid by the FCC.

8. We hereby consent to the Lender's reliance in connection with the Restructuring Agreement and the Option and the transactions contemplated thereby on the opinion expressed herein.

This opinion is intended solely for the use of the Lender in connection with the transactions contemplated by the Restructuring Agreement and the Option and this opinion may not be relied upon by any other person or for any other person without our prior written consent.

Sincerely,

SIDLEY & AUSTIN

By: 

R. Clark Wadlow

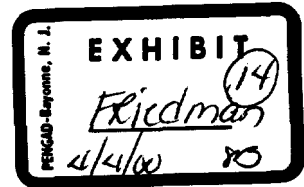
SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO
—
LOS ANGELES
—
NEW YORK

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 736-8000
TELEX 89-463
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125th
Anniversary
1866-1991

WRITER'S DIRECT NUMBER
(202) 736-8215



LONDON
—
SINGAPORE
—
TOKYO

February 17, 1992

Mr. Micheal L. Parker
Reading Broadcasting, Inc.
1729 N. 11th Street
Reading, Pennsylvania 19604

Re: Reading Broadcasting Co.

Dear Mike:

Enclosed please find our statement for professional services rendered and disbursements incurred on your behalf during the month of January, 1992.

Please do not hesitate to contact me if you have any questions. Otherwise, please send your remittance directly to my attention at the Washington address listed above. Thank you very much.

Best regards,

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'R. Clark Wadlow'.

R. Clark Wadlow

Encs.

SIDLEY & AUSTIN

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NEW YORK

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LONDON
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SINGAPORE
—
TOKYO
JOINT OFFICE WITH
ASHURST MORRIS CRISP
—
TOKYO
ASSOCIATED WITH
HASHIDATE LAW OFFICE

February 17, 1992

Mr. Micheal L. Parker
Reading Broadcasting, Inc.
1729 N. 11th Street
Reading, Pennsylvania 19604

PLEASE INDICATE ON REMITTANCE
THE REFERENCE NUMBER BELOW.

REFERENCE 7703/10010

For professional services rendered
through January 31, 1992

General representation
(see attached diary)

3,000.00

DISBURSEMENTS:

Document processing
Shipping
Telephone toll

44.64

48.13

30.19

TOTAL DISBURSEMENTS

122.96

122.96

SUBTOTAL

3,122.96

ACCOUNT RECEIVABLE BALANCE
(as of January 31, 1992)

25,136.99

TOTAL

\$28,259.95